

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TCI Holdings, LLC		11/14/2013	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	2395485 Ontario Inc.
Street Address:	333 Foster Crescent, Suite 1
City:	Mississauga, Ontario
State/Country:	CANADA
Postal Code:	L5R 4E5
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	4160427	
Registration Number:	3909084	AIR GLIDE
Serial Number:	85478827	FREEDOM COUTURE
Serial Number:	85595949	HEYS
Registration Number:	4167109	HEYS USA
Serial Number:	85594533	HEYS USA
Serial Number:	85167419	INTUS
Serial Number:	85592705	INTUS
Registration Number:	3855822	TC TRAVEL CONCEPTS
Registration Number:	3942757	THE ART OF MODERN LUGGAGE
Serial Number:	85844925	THE ART OF MODERN LUXURY
Serial Number:	85492570	THE ART OF MODERN TRAVEL
Registration Number:	3378063	TRAVEL CONCEPTS
Serial Number:	85442234	HEYS USA

TRADEMARK

CH \$365.00 4160427

CORRESPONDENCE DATA

Fax Number: 2159791020

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 215-979-1191

Email: eorleman@duanemorris.com

Correspondent Name: Nicole K. McLaughlin, Duane Morris LLP

Address Line 1: 30 S. 17th St.

Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

ATTORNEY DOCKET NUMBER:

D3398-00249

DOMESTIC REPRESENTATIVE

Name: Nicole K. McLaughlin

Address Line 1: Duane Morris LLP, 30 S. 17th St.

Address Line 4: Philadelphia, PENNSYLVANIA 19106

NAME OF SUBMITTER:

Nicole K. McLaughlin

Signature:

/nkm/

Date:

12/05/2013

Total Attachments: 4

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TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** (this "Assignment") dated as of November 14, 2013 (the "Effective Date") is by and between **TCI Holdings, LLC**, a Florida limited liability company, having an address at 8180 N.W. 36th Street, #105, Miami, Florida 33166 ("Assignor"), and **2395485 Ontario Inc.**, a Canadian corporation, having a place of business at 333 Foster Crescent, Suite 1, Mississauga, Ontario, L5R 4E5, Canada ("Assignee").

WHEREAS, Assignor is the owner of the common law trademarks, trademark applications and trademark registrations listed on Schedule "A" attached hereto (collectively herein the "Trademarks"), and

WHEREAS, Assignee desires to acquire the entire right, title and interest in and to Trademarks from Assignor pursuant to this Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignment. Assignor hereby assigns unto the Assignee, all of its right, title, and interest in and to the Trademarks, free and clear of all liens and encumbrances, together with the on-going business to which the Trademarks pertain, all of the goodwill associated with and symbolized by such Trademarks, the registrations thereof and therefor, and any rights of the Assignor to sue any third parties for any past infringement, or other claims, of or to the Trademarks, for the use and benefit of the Assignee and to prosecute such registrations in the United States Patent and Trademark Office.

2. Trademark Assignment Agreement. Nothing contained herein is intended to modify, amend or alter in any respect the rights and obligations of the parties under that certain Trademark Assignment Agreement between Assignor and Assignee dated as of the date set forth above, which will remain in full force and effect notwithstanding the execution and delivery of this Assignment.

After the execution of this Assignment, at the request of the Assignee and at the Assignee's expense, but without additional consideration to the Assignor, the Assignor will execute and deliver to the Assignee from time to time such further instruments of conveyance, transfer, and assignment and other documents, and will take such other actions, as the Assignee may reasonably require to convey and deliver more effectively to the Assignee the Trademarks, to perfect the Assignee's title thereto, and otherwise to accomplish the orderly transfer to the Assignee of the Trademarks and to give full effect to this Assignment.

This Assignment is binding on the Assignor and its successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

The parties hereto have executed this Assignment on the day and year written below to be effective as of the Effective Date.

[SIGNATURE PAGE FOLLOWS]

TCI Holdings, LLC

(Assignor)


By: *[Signature]*
Title: CEO
Date: 11/14/2013

2395485 Ontario Inc.

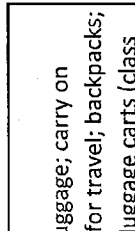
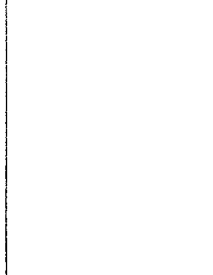
(Assignee)

By: *[Signature]*
Title: President
Date: 11/14/2013

Schedule A

TCI Holdings, LLC				
Trade Mark	Country	Application Number	Registration Number	Goods/Services
				
MISCELLANEOUS DESIGN	U.S.	85/425,020	4,160,427	Wares: luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks; business cases and waist bags (class 18)
AIR GLIDE	U.S.	77/867,014	3,909,084	Wares: luggage, and wheels for luggage and business cases (class 18)
FREEDOM COUTURE	U.S.	85/478,827		Wares: women's clothing, namely, tops, blouses, tunics, coverups, tank tops, jackets, dusters, shrugs, skirts, dresses, pants and jumpsuits (class 25)
				Wares: sunglasses (class 9); handbags, purses (class 18); womens clothing, namely, tops, blouses, tunics, coverups, tank tops, jackets, dusters, shrugs, skirts, dresses, pants and jumpsuits; mens clothing, namely, suits, ties, shirts, pants and jackets; belts; footwear, namely, mens shoes and womens shoes (class 25)
HEYS	U.S.	85/595,949		Wares: watches and jewelry (class 14)
HEYS USA	U.S.	85/442,234		Wares: computer carrying cases (class 9); luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks; waist bags; non-motorized, collapsible luggage cats and business cases (class 18)
HEYS USA	U.S.	85/446,925	4,167,109	Wares: sunglasses (class 9); handbags, purses (class 18); womens clothing, namely, tops, blouses, tunics, coverups, tank tops, jackets, dusters, shrugs, skirts, dresses, pants and jumpsuits; mens clothing, namely, suits, ties, shirts, pants and jackets; belts; footwear, namely, mens shoes and womens shoes (class 25)
HEYS USA	U.S.	85/594,533		Wares: computer carrying cases (class 9); luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks; waist bags and non-motorized, collapsible luggage carts (class 18)
INTUS	U.S.	85/167,419		

Schedule A

 <p>INTUS AND DESIGN</p>	<p>U.S.</p>	<p>85/592,705</p>	<p>Wares: computer carrying cases (class 9); luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks; waist bags and non-motorized, collapsible luggage carts (class 18)</p>
 <p>TC TRAVEL CONCEPTS AND DESIGN</p>	<p>U.S.</p>	<p>77/844,427</p>	<p>Wares: non-motorized, collapsible luggage carts; luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks and waist bags (class 18)</p>
<p>THE ART OF MODERN LUGGAGE</p>	<p>U.S.</p>	<p>77/908,847</p>	<p>Wares: non-motorized, collapsible luggage carts; luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks and waist bags (class 18)</p>
<p>THE ART OF MODERN LUXURY</p>	<p>U.S.</p>	<p>85/844,925</p>	<p>Wares: luggage; carry on bags; tote bags; duffel bags; garment bags for travel; backpacks and waist bags (class 18)</p>
<p>THE ART OF MODERN TRAVEL</p>	<p>U.S.</p>	<p>85/492,570</p>	<p>Wares: computer carrying cases (class 9); watches and jewelry (class 14); non-motorized, collapsible luggage carts; luggage; carry-on bags; tote bags; duffel bags; garment bags for travel; backpacks and waist bags (class 18); women's clothing, namely tops, blouses, tunics, coverups, tank tops, jackets, dusters, shrugs, skirts, dresses, pants and jumpsuits (class 25)</p>
<p>TRAVEL CONCEPTS</p>	<p>U.S.</p>	<p>77/197,821</p>	<p>Wares: non-motorized, collapsible luggage carts, luggage, carry on bags, tote bags, duffel bags, garment bags for travel, backpacks, waist bags (class 18)</p>